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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X
	:
In re	:
	Chapter 11
	:
DPH HOLDINGS CORP., <u>et al.</u> ,	:
	Case No. 05-44481 (RDD)
	:
Reorganized Debtors.	:
	(Jointly Administered)
	:
	X

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS, EMCON TECHNOLOGIES, LLC, EMCON TECHNOLOGIES CANADA, ULC, AND FECT, USA, LLC
(I) RESOLVING DEBTORS' OMNIBUS 8.2(b) OBJECTION (DOCKET NO. 13459) AND
(II) WITHDRAWING (A) EMCON TECHNOLOGIES, LLC'S AND EMCON
TECHNOLOGIES CANADA, ULC'S PROPOSED CURE
CLAIMS (DOCKET NO. 12999) AND (B) RESPONSE TO DEBTORS'
OMNIBUS 8.2(b) CURE OBJECTION (DOCKET NO. 13626)

DPH Holdings Corp. and its subsidiaries and affiliates (collectively, the "Reorganized Debtors"), EMCON Technologies, LLC ("EMCON U.S."), EMCON Technologies Canada, ULC ("EMCON Canada"), and FECT, USA, LLC ("FECT USA" and together with EMCON U.S. and EMCON Canada, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, EMCON Technologies, LLC, EMCON Technologies Canada, ULC, And FECT, USA, LLC (I) Resolving Debtors' Omnibus 8.2(b) Objection (Docket No. 13459) And (II) Withdrawing (A) EMCON Corporation 's Proposed Cure Claims (Docket No. 12999) And (B) Response To Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13626) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on March 6, 2008, EMCON U.S. and EMCON Canada filed the Notice Of Cure Claim Of EMCON Technologies, LLC And EMCON Technologies Canada, ULC Pursuant To Article VIII Of The Confirmed First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession With Respect To Certain Executory Contracts (Docket No. 12999) (the "EMCON Cure Claim").

WHEREAS, on April 24, 2008, the Debtors objected to the EMCON Cure Claim pursuant to the Debtor's (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13459) (the "Omnibus 8.2(b) Cure Objection").

WHEREAS, on May 19, 2008, EMCN U.S. and EMCN Canada filed EMCN Technologies, LLC's And EMCN Technologies Canada, ULC's Response To The Debtors' (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13626) (the "EMCN 8.2(b) Response").

WHEREAS, on May 19, 2008, in connection with the EMCN 8.2(b) Response, EMCN filed the Declaration Of Michael D. Virtue In Support Of EMCN Technologies, LLC's And EMCN Technologies, Canada, ULC's Response To The Debtors' (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtor's Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13627).

WHEREAS, on May 29, 2008, this Court entered its Omnibus Order (I) Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13696) (the "Omnibus 8.2(b) Cure Objection Order"), which, among other things, listed the EMCN Cure Claim as a disputed Cure Proposal.

WHEREAS, FECT USA (a) is the legal successor to EMCN U.S. and (b) has assumed any and all rights and responsibilities of EMCN U.S. with respect to the EMCN Cure Claim and the EMCN 8.2(b) Response.

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And

Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. The EMCON Cure Claim is hereby withdrawn with prejudice.
2. The EMCON 8.2(b) Response is hereby withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any

disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 17th day of March, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Ron E. Meisler

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